

EXHIBIT 56

**REDACTED VERSION OF
DOCUMENT SOUGHT TO BE
SEALED**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

vs.

Case No.

UBER TECHNOLOGIES, INC.; 3:17-cv-00939-WHA

OTTOMOTTO LLC; OTTO TRUCKING,

INC.,

Defendants.

-----/

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

VIDEOTAPED DEPOSITION OF ANTHONY LEVANDOWSKI

SAN FRANCISCO, CALIFORNIA

TUESDAY, AUGUST 22, 2017

BY: ANDREA M. IGNACIO, CSR, RPR, CRR, CCRR, CLR ~

CSR LICENSE NO. 9830

JOB NO. 2684906

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1 question. 15:06

2 THE REPORTER: 636. 15:07

3 (Document marked Exhibit 636 15:07

4 for identification.) 15:07

5 MR. PERLSON: You've been handed what's been 15:07

6 marked as Exhibit 636, WAYMO-UBER-33638 to '39. 15:07

7 Q You see this is an invi- -- invitation to a 15:08

8 Chauffeur plan update on November 17, 2015? You see 15:08

9 that? 15:08

10 A I see that's what it says, yeah. 15:08

11 Q Okay. And at this meeting, do you recall 15:08

12 Chris Urmson announcing the valuation of Project 15:08

13 Chauffeur? 15:08

14 A On the advice and direction of my counsel, I 15:08

15 respectfully decline to answer, and I assert the 15:08

16 rights guaranteed to me under the Fifth Amendment to 15:08

17 the Constitution of the United States. 15:08

18 Q You see on the second page, you're the 15:08

19 second-to-last person that was invited, or at least 15:08

20 second-to-last person on the list of those invited? 15:08

21 A Yeah, I see my name on there. 15:09

22 Q And at that meeting, isn't it correct that 15:09

23 Chris Urmson announced to the team that the valuation 15:09

24 was [REDACTED]? 15:09

25 MS. DUNN: Objection to form. 15:09

1 MR. RADKE: Join. 15:09

2 THE WITNESS: On the advice and direction of 15:09

3 my counsel, I respectfully decline to answer, and I 15:09

4 assert the rights guaranteed to me under the Fifth 15:09

5 Amendment to the Constitution of the United States. 15:09

6 THE REPORTER: 637. 15:09

7 (Document marked Exhibit 637 15:09

8 for identification.) 15:09

9 MR. PERLSON: You've been handed what's been 15:09

10 marked as Exhibit 637, WAYMO-UBER-33665. 15:09

11 Q Do you see, this is an e-mail from Chris 15:10

12 Urmson? You see that? 15:10

13 A I do see that. 15:10

14 Q And you see on the third line down, you are 15:10

15 listed as a recipient of the e-mail? 15:10

16 A Yep. 15:10

17 Q And it indicates the sent time of this e-mail 15:10

18 is Saturday, December 5th, 2015. 15:10

19 Do you see that? 15:10

20 A I see that. 15:10

21 Q And it says: 15:10

22 "Gang, we've got a signed agreement. We have 15:10

23 agreed to a [REDACTED] valuation. Google will be 15:10

24 making the first payout on December 31st, and it will 15:10

25 include the contribution from your 2015 annual bonus. 15:10

1	Congratulations."	15:10
2	Do you see that?	15:10
3	A I see that.	15:10
4	Q So, this e-mail from Mr. Urmson on	15:11
5	December 5th, 2015, doesn't give any indication that	15:11
6	your bonus would be at risk; does it?	15:11
7	MS. DUNN: Form.	15:11
8	MR. RADKE: Join.	15:11
9	THE WITNESS: On the advice and direction of	15:11
10	my counsel, I respectfully decline to answer, and I	15:11
11	assert the rights guaranteed to me under the Fifth	15:11
12	Amendment to the Constitution of the United States.	15:11
13	MR. PERLSON: Q. And so, in fact, it says	15:11
14	that the first payout is going to be December 31st,	15:11
15	less than a month later; right?	15:11
16	A That's what the e-mail says.	15:11
17	Q And now, we referred earlier to	15:11
18	December 11th, 2015, which is -- that date is less	15:12
19	than a week after this e-mail from Mr. Urmson.	15:12
20	Would you agree with that?	15:12
21	A December 11th is a week -- less than a week	15:12
22	after December 5th, yes.	15:12
23	Q Okay. And so the -- when you downloaded	15:12
24	files on December 11, 2015, that was less than a week	15:12
25	after you had received an e-mail from Mr. Urmson	15:12

1 indicating that the first part of the bonus payment 15:12
2 would be paid December 31st; right? 15:12
3 MS. DUNN: Form. 15:12
4 MR. RADKE: Join. 15:12
5 THE WITNESS: On the advice and direction of 15:12
6 my counsel, I respectfully decline to answer, and I 15:12
7 assert the rights guaranteed to me under the Fifth 15:12
8 Amendment to the Constitution of the United States. 15:12
9 MR. PERLSON: Q. As of December 11, 2015, 15:12
10 you had been notified by e-mail that the valuation for 15:13
11 Chauffeur would be [REDACTED]; is that fair? 15:13
12 MS. DUNN: Form. 15:13
13 MR. RADKE: Join. 15:13
14 THE WITNESS: On the advice and direction of 15:13
15 my counsel, I respectfully decline to answer, and I 15:13
16 assert the rights guaranteed to me under the Fifth 15:13
17 Amendment to the Constitution of the United States. 15:13
18 MR. PERLSON: Q. And of -- and as of 15:13
19 December 11, 2015, you had been notified by e-mail 15:13
20 that the bonus -- first bonus payments would be made 15:13
21 on December 31st, 2015; right? 15:13
22 MS. DUNN: Form. 15:13
23 MR. RADKE: Join. 15:13
24 THE WITNESS: On the advice and direction of 15:13
25 my counsel, I respectfully decline to answer, and I 15:13

1 assert the rights guaranteed to me under the Fifth 15:13
2 Amendment to the Constitution of the United States. 15:14
3 THE REPORTER: 638. 15:14
4 (Document marked Exhibit 638 15:14
5 for identification.) 15:14
6 MR. PERLSON: You've been handed what's been 15:14
7 marked as Exhibit 638, WAYMO-UBER-14099. 15:14
8 Q You see that there, under "Confidential" and 15:15
9 "Alphabet," it says Anthony Levandowski, Anthony, 15:15
10 Project Chauffeur Plan - Bonus, December 2015. 15:15
11 Do you see that? 15:15
12 A I see it. 15:15
13 Q And it refers to -- that your bonus amount 15:15
14 will be \$50,617,800. 15:15
15 Do you see that? 15:15
16 A I see that. 15:15
17 Q And then it says further down from that, that 15:15
18 you will receive this bonus in your December 31st, 15:15
19 2015, paycheck. 15:15
20 Do you see that? 15:15
21 A I see that. 15:15
22 THE REPORTER: 639. 15:16
23 (Document marked Exhibit 639 15:16
24 for identification.) 15:16
25 MR. PERLSON: You've been handed Exhibit 639, 15:16

1 WAYMO-UBER-14449 through '62. 15:16

2 Q You see that this is a pay statement that 15:16
3 lists your name on it? You see that? 15:16

4 A I see that. 15:16

5 Q And, if you look on the -- a few lines under 15:16
6 your name, it says "Bonus," and then next to it, 15:17
7 "\$50,617,800"? 15:17

8 A I see that. 15:17

9 Q And that matches the amount in Exhibit 638; 15:17
10 is that right? 15:17

11 A That's correct. 15:17

12 Q Now, isn't it correct that, with the 15:17
13 exception of plan participants who had left Google 15:17
14 before then, nobody received bonus payments prior to 15:17
15 December 31st? 15:17

16 MS. DUNN: Form. 15:17

17 MR. RADKE: Join. 15:17

18 THE WITNESS: On the advice and direction of 15:17
19 my counsel, I respectfully decline to answer, and I 15:17
20 assert the rights guaranteed to me under the Fifth 15:17
21 Amendment to the Constitution of the United States. 15:17

22 MR. PERLSON: Q. And so you received your 15:18
23 \$50-plus million bonus the same time everybody else 15:18
24 did; right? 15:18

25 MS. DUNN: Form. 15:18

1 right? 18:02

2 A On the advice and direction of my counsel, I 18:02

3 respectfully decline to answer, and I assert the 18:02

4 rights guaranteed to me under the Fifth Amendment to 18:02

5 the Constitution of the United States. 18:01

6 Q And Uber did independently develop the design 18:01

7 in Fuji for [REDACTED] [REDACTED]

8 [REDACTED] isn't that right? 18:02

9 A On the advice and direction of my counsel, I 18:02

10 respectfully decline to answer, and I assert the 18:02

11 rights guaranteed to me under the Fifth Amendment to 18:02

12 the Constitution of the United States. 18:02

13 Q And Uber did independently develop the [REDACTED] [REDACTED]

14 [REDACTED]; isn't that 18:02

15 right? 18:02

16 A On the advice and direction of my counsel, I 18:02

17 respectfully decline to answer, and I assert the 18:02

18 rights guaranteed to me under the Fifth Amendment to 18:02

19 the Constitution of the United States. 18:03

20 Q And Uber never received information obtained 18:03

21 from Google regarding its LiDAR test scenarios; isn't 18:03

22 that right? 18:03

23 A On the advice and direction of my counsel, I 18:03

24 respectfully decline to answer -- excuse me -- and I 18:03

25 assert the rights guaranteed to me under the Fifth 18:03

1 Amendment to the Constitution of the United States. 18:03

2 Q And, are you aware that Waymo is completely 18:03

3 unable to show any connection between [REDACTED] and 18:03

4 the 14,000 files that -- that they allege you 18:03

5 downloaded? 18:03

6 MR. PERLSON: Objection; form. 18:03

7 THE WITNESS: On the advice and direction of 18:03

8 my counsel, I respectfully decline to answer, and I 18:03

9 assert the rights guaranteed to me under the Fifth 18:03

10 Amendment to the Constitution of the United States. 18:03

11 MS. DUNN: Okay. 18:03

12 Q And, are you aware that Waymo is also 18:03

13 completely unable to connect the [REDACTED] [REDACTED] 18:03

14 [REDACTED] to the 14,000 18:03

15 files? 18:03

16 MR. PERLSON: Objection; form. 18:03

17 THE WITNESS: On the advice and direction of 18:03

18 my counsel, I respectfully decline to answer, and I 18:03

19 assert the rights guaranteed to me under the Fifth 18:03

20 Amendment to the Constitution of the United States. 18:04

21 MS. DUNN: Q. And, are you aware that Waymo 18:04

22 is also completely unable to connect its LiDAR test 18:04

23 scenarios with the 14,000 files? 18:04

24 MR. PERLSON: Objection; form. 18:04

25 THE WITNESS: On the advice and direction of 18:04

1 my counsel, I respectfully decline to answer, and I 18:04
2 assert the rights guaranteed to me under the Fifth 18:04
3 Amendment to the Constitution of the United States. 18:04
4 MS. DUNN: Q. Mr. Levandowski, if you told 18:04
5 the truth about what you did, that would make clear 18:04
6 that your downloading while at Google had nothing to 18:04
7 do with Uber; correct? 18:04
8 MR. PERLSON: Objection; form. 18:04
9 THE WITNESS: On the advice and direction of 18:04
10 my counsel, I respectfully decline to answer, and I 18:04
11 assert the rights guaranteed to me under the Fifth 18:04
12 Amendment to the Constitution of the United States. 18:04
13 MS. DUNN: Q. But you would not cooperate 18:04
14 with Uber's investigation in this case; right? 18:04
15 MR. EHRLICH: Object to form. 18:04
16 MR. PERLSON: Objection. I think I asked 18:04
17 that question and got an instruction from earlier, but 18:04
18 maybe I'm misremembering. Go ahead and ask that 18:04
19 question. 18:04
20 But you ask him that -- if you ask him that 18:04
21 question, everything involved in terms of your -- of 18:05
22 his involvement in the investigation you've waived, 18:05
23 because you're -- you are now -- by asking that 18:05
24 question, you are now eliciting the same information 18:05
25 that you've been not allowing us to go into for weeks 18:05

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1 and weeks. But go ahead. 18:05

2 MS. DUNN: David -- 18:05

3 MR. RADKE: I'll go ahead and instruct not to 18:05

4 answer to the extent that this would involve 18:05

5 communication protected by the common interest 18:05

6 privilege. 18:05

7 MS. DUNN: That's fine. 18:05

8 MR. EHRLICH: And I would join into that 18:05

9 instruction. 18:05

10 But, to the extent you can answer the 18:05

11 question without reference to communications with any 18:05

12 counsel, or common interest protected discussions, you 18:05

13 can give your answer. 18:05

14 THE WITNESS: On the advice and direction of 18:05

15 my counsel, I respectfully decline to answer, and I 18:05

16 assert the rights guaranteed to me under the 18:05

17 Fifth Amendment to the Constitution of the United 18:05

18 States. 18:05

19 MS. DUNN: I want to put one thing on the 18:06

20 record, which is, David, I don't -- I don't think I 18:06

21 instructed on this question, first of all. 18:06

22 And second of all, in the letter terminating 18:06

23 Mr. Levandowski, it explains that he did not cooperate 18:06

24 with Uber's investigation in this case. 18:06

25 And I think that that is just one 18:06

1 illustration of the fact that you are making things up 18:06
2 that are completely contrary to what has been going on 18:06
3 in this case. That is in black and white in a public 18:06
4 letter that we have used everywhere, that 18:06
5 Mr. Levandowski has not cooperated. 18:06

6 And by the way, invoking your Fifth Amendment 18:06
7 rights is not cooperating, obviously. So I don't 18:06
8 really think that has been concealed. 18:06

9 MR. PERLSON: I've put my position on the 18:06
10 record. You asked the question. He pleaded. We'll 18:06
11 deal with that afterwards. 18:06

12 MS. DUNN: Q. Mr. Levandowski, if you told 18:06
13 the truth about what you did, that would make clear 18:06
14 that your downloading while at Google had nothing to 18:07
15 do with Uber; isn't that right? 18:07

16 MR. PERLSON: Objection; form. 18:07

17 THE WITNESS: On the advice and direction of 18:07
18 my counsel, I respectfully decline to answer, and I 18:07
19 assert the rights guaranteed to me under the Fifth 18:07
20 Amendment to the Constitution of the United States. 18:07

21 MS. DUNN: Q. And you are concerned that, if 18:07
22 you told the truth about what you did, you would 18:07
23 incriminate yourself; isn't that right? 18:07

24 MR. PERLSON: Objection; form. 18:07

25 THE WITNESS: On the advice and direction of 18:07

1 the... 18:37

2 I'm going to instruct the witness not to 18:37

3 answer to the extent to which the -- it would call for 18:37

4 privileged communications. 18:37

5 To the extent it doesn't, of course, as 18:37

6 always, he's free to answer. 18:37

7 THE WITNESS: On the advice and direction of 18:37

8 my counsel, I respectfully decline to answer, and I 18:37

9 assert the rights guaranteed to me under the Fifth 18:37

10 Amendment to the Constitution of the United States. 18:38

11 MR. PERLSON: Q. Tell me everything that 18:38

12 you've done to cooperate with Uber's investigation in 18:38

13 relation to this litigation. 18:38

14 A On the advice and direction of my counsel, I 18:38

15 respectfully decline to answer, and I assert the 18:38

16 rights guaranteed to me under the Fifth Amendment to 18:38

17 the Constitution of the United States. 18:38

18 Q Was there anything that Uber's lawyers asked 18:38

19 you to do in relation to Uber's investigation, in 18:38

20 relation to this litigation, that you actually did? 18:38

21 A On the advice and direction of my counsel, I 18:38

22 respectfully decline to answer, and I assert the 18:38

23 rights guaranteed to me under the Fifth Amendment to 18:38

24 the Constitution of the United States. 18:38

25 Q Was -- what specifically did you tell Uber 18:38

1 you would not do in relation to Uber's investigation 18:38
2 in relation to this litigation? 18:39
3 A On -- 18:39
4 MR. EHRLICH: I'm going to object here, 18:39
5 again, based on the common interest privilege. 18:39
6 So, I'm going to instruct you not to give an 18:39
7 answer relating to any communications to Uber counsel 18:39
8 in connection with the litigation. 18:39
9 MR. RADKE: Otto Trucking joins the 18:39
10 instruction. 18:39
11 MR. EHRLICH: But outside of that, to the 18:39
12 extent they're not privileged communications, you can 18:39
13 answer. 18:39
14 MS. DUNN: Yeah, and I also will instruct to 18:39
15 the extent that they're privileged communications, to 18:39
16 not reveal the content. 18:39
17 But, to the extent that there are 18:39
18 non-privileged communications, the witness is free to 18:39
19 answer. 18:39
20 MR. PERLSON: Well, what's the line there? 18:39
21 MS. DUNN: It's not what this -- I mean, I -- 18:39
22 my instruction is proper. 18:39
23 MR. PERLSON: Are there -- well, let me ask 18:39
24 you this: Are there any conversations that occurred 18:39
25 with lawyers that wouldn't be privileged that he could 18:39

1 answer the question about that wouldn't be subject to 18:39
2 that instruction? 18:39
3 MS. DUNN: I -- David, your questions should 18:39
4 be to the witness. 18:39
5 MR. PERLSON: Well, I don't think it's 18:39
6 possible for him to comply with the -- the scope of it 18:40
7 the way that you've framed it. 18:40
8 MS. DUNN: I think that's -- 18:40
9 MR. PERLSON: Perhaps you should talk with 18:40
10 him about it. 18:40
11 MS. DUNN: I think I've -- I have made my 18:40
12 instruction. His -- 18:40
13 MR. PERLSON: Are there -- 18:40
14 MS. DUNN: He doesn't look as confused as you 18:40
15 look. 18:40
16 MR. PERLSON: Did you have any -- well, I 18:40
17 think his job is a little easier here today than -- 18:40
18 than mine. 18:40
19 Q But the -- the -- the -- did you have any 18:40
20 communications -- okay. 18:40
21 Well, let me -- let me ask you this: Are 18:40
22 there any conversations -- well, that's -- that's what 18:40
23 I asked you, that you objected to. 18:40
24 What specifically did Uber's lawyers tell you 18:40
25 to do in relation to Uber's investigation, in relation 18:40

1 to this litigation, that you refused to do? 18:40

2 MS. DUNN: Same instruction. 18:40

3 MR. EHRLICH: I think that that squarely 18:40

4 implicates privilege. So I'm going to instruct the 18:41

5 client not to answer. 18:41

6 MR. RADKE: Otto Trucking joins. 18:41

7 MR. PERLSON: Okay. I'm done for today, 18:41

8 subject to the various privilege issues and all the 18:41

9 other discovery issues out there that have yet to be 18:41

10 resolved. 18:41

11 MS. DUNN: I have only one additional 18:41

12 question. 18:41

13 MR. PERLSON: Okay. Do you want to just ask 18:41

14 it there, or do you want to switch? 18:41

15 MS. DUNN: I can ask it from here. 18:41

16 But you should look at the camera -- 18:41

17 THE WITNESS: Okay. I'll look at the camera. 18:41

18 MS. DUNN: -- so that we don't mess you up. 18:41

19 THE WITNESS: I'll pretend that you're asking 18:41

20 the question. 18:41

21 18:41

22 FURTHER EXAMINATION 18:41

23 BY MS. DUNN: 18:41

24 Q Mr. Levandowski, do you recall that 18:41

25 Mr. Perlson asked you about the relevance of the 18:41

1 history that you testified earlier, of things that you 18:41
2 did before you were at Google? Do you remember that? 18:41
3 A I remember the question, yes. 18:41
4 Q Okay. Does the history that you went 18:41
5 through, before you went to work at Google or Uber, 18:41
6 have any relevance to why Larry Page would have wanted 18:41
7 you to come to Google? 18:42
8 MR. PERLSON: Objection; form. 18:42
9 THE WITNESS: So your question is whether or 18:42
10 not the history before I joined Google would affect 18:42
11 whether or not Larry wanted me to join Google? 18:42
12 MS. DUNN: That's right. 18:42
13 THE WITNESS: And the answer is obviously -- 18:42
14 MR. EHRLICH: Objection; form. 18:42
15 THE WITNESS: Okay. And the answer is 18:42
16 obviously yes. That's why he would want me to come to 18:42
17 Google because he saw what I did. 18:42
18 MS. DUNN: That's all I have. 18:42
19 THE VIDEOGRAPHER: This concludes today's 18:42
20 deposition of Anthony Levandowski, consisting of 18:42
21 four DVDs. 18:42
22 We are off the record at 6:42 p.m. 18:42
23 (WHEREUPON, the deposition ended 18:42
24 at 6:42 p.m.) 18:42
25

CERTIFICATE OF REPORTER

I, ANDREA M. IGNACIO, hereby certify that the witness in the foregoing deposition was by me duly sworn to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause;

That said deposition was taken in shorthand by me, a disinterested person, at the time and place therein stated, and that the testimony of the said witness was thereafter reduced to typewriting, by computer, under my direction and supervision;

That before completion of the deposition, review of the transcript [x] was [] was not requested. If requested, any changes made by the deponent (and provided to the reporter) during the period allowed are appended hereto.

I further certify that I am not of counsel or attorney for either or any of the parties to the said deposition, nor in any way interested in the event of this cause, and that I am not related to any of the parties thereto.

Dated: 8/23/2017

A handwritten signature in blue ink, appearing to read 'Andrea M. Ignacio', is written over a horizontal line.

ANDREA M. IGNACIO,

RPR, CRR, CCRR, CLR, CSR No. 9830